

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
SCOUT MEDIA, INC., <u>et al.</u> , ¹)	Case No. 16-13369-MEW
)	
Debtors.)	Jointly Administered
)	

**GLOBAL NOTES, METHODOLOGY AND SPECIFIC
DISCLOSURES REGARDING THE DEBTORS' SCHEDULES OF
ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

Introduction

Scout Media, Inc.; Scout Media Holdings, Inc.; FTFS Acquisition, LLC; and Scout.com, LLC (collectively, the “**Debtors**”) with the assistance of their advisors, have filed their respective Schedules of Assets and Liabilities (the “**Schedules**”) and Statements of Financial Affairs (the “**Statements**,” and together with the Schedules, the “**Schedules and Statements**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), pursuant to section 521 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

These *Global Notes, Methodology, and Specific Disclosures Regarding the Debtors’ Schedules of Assets and Liabilities and Statements of Financial Affairs* (the “**Global Notes**”) pertain to, are incorporated by reference in, and comprise an integral part of each Debtor’s Schedules and Statements. The Global Notes should be referred to, considered, and reviewed in connection with any review of the Schedules and Statements.

The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“**GAAP**”), nor are they intended to be fully reconciled with the financial statements of each Debtor (whether publically filed or otherwise). Additionally, the Schedules and Statements contain unaudited information that is subject to further review

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal taxpayer-identification number are: Scout Media Holdings, Inc. (1936), Scout Media, Inc. (1438), FTFS Acquisition, LLC (7230), and Scout.com, LLC (3269). The location of the Debtors’ headquarters and the Debtors’ service address is 122 West 26th Street, Fifth Floor, New York, NY 10036.

and potential adjustment, and reflect the Debtors' reasonable efforts to report the assets and liabilities of each Debtor on an unconsolidated basis.

In preparing the Schedules and Statements, the Debtors relied upon information derived from their books and records that was available at the time of such preparation. Although the Debtors have made reasonable efforts to ensure the accuracy and completeness of such financial information, inadvertent errors or omissions, as well as the discovery of conflicting, revised, or subsequent information, may cause a material change to the Schedules and Statements.

The Debtors and their officers, employees, agents, attorneys, and financial advisors do not guarantee or warrant the accuracy or completeness of the data that is provided in the Schedules and Statements and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained in the Schedules and Statements. Except as expressly required by the Bankruptcy Code, the Debtors and their officers, employees, agents, attorneys, and financial advisors expressly do not undertake any obligation to update, modify, revise, or re-categorize the information provided in the Schedules and Statements or to notify any third party should the information be updated, modified, revised, or re-categorized. The Debtors, on behalf of themselves, their officers, employees, agents, and advisors disclaim any liability to any third party arising out of or related to the information contained in the Schedules and Statements and reserve all rights with respect thereto.

The Schedules and Statements have been signed by an authorized representative of each of the Debtors. In reviewing and signing the Schedules and Statements, this representative relied upon the efforts, statements, and representations of the Debtors' other personnel and professionals. The representative has not (and could not have) personally verified the accuracy of each such statement and representation, including, for example, statements and representations concerning amounts owed to creditors and their addresses.

Global Notes and Overview of Methodology

- Reservation of Rights.** Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend or supplement the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including, without limitation, the right to amend the Schedules and Statements with respect to claim ("**Claim**") description, designation, or Debtor against which the Claim is asserted; dispute or otherwise assert offsets or defenses to any Claim reflected in the Schedules and Statements as to amount, liability, priority, status, or classification; subsequently designate any Claim as "disputed," "contingent," or "unliquidated;" or object to the extent, validity, enforceability,

priority, or avoidability of any Claim. Any failure to designate a Claim in the Schedules and Statements as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by the Debtors that such Claim or amount is not “disputed,” “contingent,” or “unliquidated.” Listing a Claim does not constitute an admission of liability by the Debtor against which the Claim is listed or against any of the Debtors. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to the Debtors’ chapter 11 cases, including, without limitation, issues involving Claims, substantive consolidation, defenses, equitable subordination, recharacterization, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph. Notwithstanding the foregoing, the Debtors shall not be required to update the Schedules and Statements.

A listing in the Schedules or Statements (including, without limitation, Schedule A/B, Schedule E/F or Statement 4) by the Debtors of any obligation between a Debtor and another Debtor is a statement of what appears in the Debtors’ books and records and does not reflect any admission or conclusion of the Debtors regarding whether such amount would be allowed as a Claim or how such obligations may be classified and/or characterized in a plan of reorganization or by the Bankruptcy Court.

2. **Description of Cases and “as of” Information Date.** On December 8, 2016 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On December 12, 2016, the Bankruptcy Court entered an order directing procedural consolidation and joint administration of the Debtors’ chapter 11 cases [Docket No. 34].

The asset information provided in the Schedules and Statements, except as otherwise noted, represents the asset data of the Debtors as of the close of business on December 8, 2016, and the liability information provided herein, except as otherwise noted, represents the liability data of the Debtors as of the close of business on December 8, 2016.

3. **Net Book Value of Assets.** It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to obtain current market valuations for all of their assets. Accordingly, unless otherwise indicated, the Debtors’ Schedules and Statements reflect net book values as of the close of business on December 8, 2016, in the Debtors’ books and records. Additionally, because the book values of certain assets, such as patents,

trademarks, and copyrights, may materially differ from their fair market values, they may be listed as undetermined amounts as of the Petition Date. Furthermore, as applicable, assets that have fully depreciated or were expensed for accounting purposes may not appear in the Schedules and Statements if they have no net book value.

4. **Recharacterization.** Notwithstanding the Debtors' reasonable efforts to properly characterize, classify, categorize, or designate certain Claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors may, nevertheless, have improperly characterized, classified, categorized, designated, or omitted certain items due to the complexity and size of the Debtors' businesses. Accordingly, the Debtors reserve all of their rights to recharacterize, reclassify, recategorize, redesignate, add, or delete items reported in the Schedules and Statements at a later time as is necessary or appropriate as additional information becomes available, including, without limitation, whether contracts or leases listed herein were deemed executory or unexpired as of the Petition Date and remain executory and unexpired postpetition.
5. **Real Property and Personal Property–Leased.** In the ordinary course of their businesses, the Debtors lease real property and various articles of personal property, including, fixtures, and equipment, from certain third-party lessors. The Debtors have made reasonable efforts to list all such leases in the Schedules and Statements. The Debtors have made reasonable efforts to include lease obligations on Schedule D (secured debt) to the extent applicable and to the extent the lessor filed a UCC-1. However, nothing in the Schedules or Statements is or shall be construed as an admission or determination as to the legal status of any lease (including whether to assume and assign or reject such lease or whether it is a true lease or a financing arrangement).
6. **Excluded Assets and Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and post-petition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and post-petition periods may change.

The liabilities listed on the Schedules do not reflect any analysis of Claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all of their rights to dispute or challenge the validity of any asserted Claims under section 503(b)(9) of the Bankruptcy Code or the characterization of the structure of any such transaction or any document or instrument related to any creditor's Claim.

The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including, without limitation, accrued salaries, employee benefit accruals, and deferred gains. In addition, certain immaterial assets and liabilities may have been excluded.

The Bankruptcy Court has authorized the Debtors to pay, in their discretion, certain outstanding Claims on a post-petition basis. However, only prepetition liabilities related to ordinary course wages and compensation that have been paid post-petition have been excluded from the Schedules.

7. **Insiders.** Solely, for purposes of the Schedules and Statements, the Debtors define “insiders” to include the following: (a) directors; (b) senior level officers; (c) equity holders holding in excess of 10% of the voting securities of the Debtor entities; (d) Debtor affiliates; and (e) relatives of any of the foregoing (to the extent known by the Debtors). Correct Entities listed as “insiders” have been included for informational purposes and their inclusion shall not constitute an admission that those entities are insiders for purposes of section 101(31) of the Bankruptcy Code.

8. **Intellectual Property Rights.** The exclusion of any intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction.

In addition, although the Debtors have made diligent efforts to attribute intellectual property to the rightful Debtor entity, in certain instances, intellectual property owned by one Debtor may, in fact, be owned by another Debtor. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all such intellectual property rights.

9. **Executory Contracts and Unexpired Leases.** Although the Debtors made diligent attempts to attribute executory contracts and unexpired leases to their rightful Debtors, in certain instances, the Debtors may have inadvertently failed to do so due to the complexity and size of the Debtors’ businesses.

Moreover, other than real property leases reported in Schedule A/B Part 9, the Debtors have not necessarily set forth executory contracts and unexpired leases as assets in the Schedules and Statements, even though these contracts and leases may have some value to the Debtors’ estates. The Debtors’ executory contracts and unexpired leases have been set forth in Schedule G.

10. **Materialman's/Mechanic's Liens.** The assets listed in the Schedules and Statements are presented without consideration of any materialman's or mechanic's liens.
11. **Classifications.** Listing a Claim or contract on (a) Schedule D as "secured," (b) Schedule E/F part 1 as "priority," (c) Schedule E/F part 2 as "unsecured," or (d) Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtors of the legal rights of the claimant, or a waiver of the Debtors' rights to recharacterize or reclassify such Claims or contracts or leases or to setoff of such Claims.
12. **Claims Description.** Schedules D and E/F permit each Debtor to designate a Claim as "disputed," "contingent," and/or "unliquidated." Any failure to designate a Claim on a given Debtor's Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by that Debtor that such amount is not "disputed," "contingent," or "unliquidated," or that such Claim is not subject to objection. Moreover, listing a Claim does not constitute an admission of liability by the Debtors.
13. **Causes of Action.** Despite their reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third-parties as assets in the Schedules and Statements, including, without limitation, causes of actions arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtors reserve all of their rights with respect to any cause of action (including avoidance actions), controversy, right of setoff, cross-Claim, counter-Claim, or recoupment and any Claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertable directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law, or in equity, or pursuant to any other theory of law (collectively, "**Causes of Action**") they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any Claims or Causes of Action or in any way prejudice or impair the assertion of such Claims or Causes of Action.
14. **Summary of Significant Reporting Policies.** The following is a summary of significant reporting policies:
- a. **Undetermined Amounts.** The description of an amount as "unknown," "TBD" or "undetermined" is

not intended to reflect upon the materiality of such amount.

- b. Totals. All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
- c. Liens. Property and equipment listed in the Schedules and Statements are presented without consideration of any liens that may attach (or have attached) to such property and equipment.

- 15. **Estimates and Assumptions**. Because of the timing of the filings, management was required to make certain estimates and assumptions that affected the reported amounts of these assets and liabilities. Actual amounts could differ from those estimates, perhaps materially.
- 16. **Currency**. Unless otherwise indicated, all amounts are reflected in U.S. dollars.
- 17. **Intercompany**. The listing in the Schedules or Statements (including, without limitation, Schedule A/B or Schedule E/F) by the Debtors of any obligation between a Debtor and another Debtor is a statement of what appears in the Debtors' books and records and does not reflect any admission or conclusion of the Debtors regarding whether such amount would be allowed as a Claim or how such obligations may be classified and/or characterized in a plan of reorganization or by the Bankruptcy Court.
- 18. **Setoffs**. The Debtors incur certain offsets and other similar rights during the ordinary course of business. Offsets in the ordinary course can result from various items, including, without limitation, intercompany transactions, pricing discrepancies, returns, refunds, warranties, debit memos, credits, and other disputes between the Debtors and their suppliers and/or customers. These offsets and other similar rights are consistent with the ordinary course of business in the Debtors' industry and are not tracked separately. Therefore, although such offsets and other similar rights may have been accounted for when certain amounts were included in the Schedules, offsets are not independently accounted for, and as such, are or may be excluded from the Debtors' Schedules and Statements.
- 19. **Global Notes Control**. If the Schedules and Statements differ from these Global Notes, the Global Notes shall control.

Specific Disclosures with Respect to the Debtors' Schedules

Schedule A/B. All values set forth in Schedule A/B reflect the book value of the Debtors' assets as of the close of business on December 8, 2016, unless otherwise noted below. Other than real property leases reported on Schedule A/B Part 9, the Debtors have not included leases and contracts on Schedule A/B. Leases and contracts are listed on Schedule G.

Schedule A/B 3. Cash values held in financial accounts are listed on Schedule A/B 3 as of the close of business on December 8, 2016. Details with respect to the Debtors' cash management system and bank accounts are provided in the *Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to (A) Continue Using Their Bank Accounts and Business Forms, (B) Granting an Extension to Comply With the Requirements of Section 345(b) of the Bankruptcy Code and Interim Approval of the Debtors' Current Deposit Guidelines, (C) Authorizing the Debtors' Banks to Honor Certain Transfers and Charge Bank Fees and Certain Other Amounts, and (D) Authorizing the Debtors to Manage Their Bank Accounts* [Docket No. 14] (the "**Cash Management Motion**").

Schedule A/B 11. Accounts receivable do not include intercompany receivables.

Schedules A/B 15. Ownership interests in subsidiaries have been listed in Schedules A/B 15 as an undetermined amount because the fair market value of such ownership is dependent on numerous variables and factors and likely differs significantly from their net book value.

Schedule A/B 55. The Debtors do not own any real property. The Debtors have listed their real property leases in Schedule A/B 55. The Debtors' leasehold interests/improvements appear on Schedule A/B 50 as opposed to Schedule A/B 55.

Schedule A/B 74 & 75. In the ordinary course of their businesses, the Debtors may have accrued, or may subsequently accrue, certain rights to counter-Claims, setoffs, refunds, or potential warranty Claims against their vendors. Additionally, certain of the Debtors may be a party to pending litigation in which the Debtors have asserted, or may assert, Claims as a plaintiff or counter-Claims as a defendant. Because such Claims are potentially unknown to the Debtors and not quantifiable as of the Petition Date, they are not listed on Schedule AB 74 or 75. The Debtors' failure to list any contingent and/or unliquidated claim held by the Debtors in response to these questions shall not constitute a waiver, release, relinquishment, or forfeiture of such claim.

Schedule A/B 77. Undeposited Funds consists of check payments the Debtors have received but haven't been deposited or credit card payments in transit not yet deposited.

Schedule D. The Claims listed on Schedule D arose or were incurred on various dates; a determination of the date upon which each Claim arose or was incurred would be unduly

burdensome and cost prohibitive. Accordingly, not all such dates are included. All Claims listed on Schedule D, however, appear to have been incurred before the Petition Date.

Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. Except as specifically stated on Schedule D, real property lessors, utility companies, and other parties that may hold security deposits have not been listed on Schedule D. Nothing herein shall be construed as an admission by the Debtors of the legal rights of the claimant or a waiver of the Debtors' rights to recharacterize or reclassify such Claim or contract.

Moreover, the Debtors have not included on Schedule D parties that may believe their Claims are secured through setoff rights, letters of credit, surety bonds, or inchoate statutory lien rights.

Schedule E/F part 2. The Debtors have used reasonable efforts to report all general unsecured Claims against the Debtors on Schedule E/F part 2, based upon the Debtors' books and records as of the Petition Date.

Determining the date upon which each Claim on Schedule E/F part 2 was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each Claim listed on Schedule E/F part 2. Furthermore, claims listed on Schedule E/F part 2 may have been aggregated by unique creditor name and remit to address and may include several dates of incurrence for the aggregate balance listed.

Schedule E/F part 2 contains information regarding pending litigation involving the Debtors. The dollar amount of potential Claims associated with any such pending litigation is listed as "undetermined" and marked as contingent, unliquidated, and disputed in the Schedules and Statements. Some of the litigation Claims listed on Schedule E/F may be subject to subordination pursuant to section 510 of the Bankruptcy Code. Schedule E/F part 2 also includes potential or threatened litigation claims. Any information contained in Schedule E/F part 2 with respect to such potential litigation shall not be a binding representation of the Debtors' liabilities with respect to any of the potential suits and proceedings included therein. The Debtors expressly incorporate by reference into Schedule E/F part 2 all parties to pending litigation listed in the Debtors' Statements 7, as contingent, unliquidated, and disputed claims, to the extent not already listed on Schedule E/F part 2. Finally, where litigation has been threatened or commenced against more than one Debtor, the Debtors have generally scheduled those creditors under Scout Media, Inc., which is the primary operating company of the Debtors.

Schedule E/F part 2 reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in

connection with the assumption, or assumption and assignment, of executory contracts or unexpired leases. Additionally, Schedule E/F part 2 does not include potential rejection damage Claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected.

Schedule G. Certain information, such as the contact information of the counter-party, may not be included where such information could not be obtained using the Debtors' reasonable efforts. Listing or omitting a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is or is not an executory contract or unexpired lease was in effect on the Petition Date or is valid or enforceable. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, indemnifications, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth separately on Schedule G.

Certain confidentiality and non-disclosure agreements may not be listed on Schedule G.

Certain of the contracts and agreements listed on Schedule G may consist of several parts, including, purchase orders, amendments, restatements, waivers, letters, and other documents that may not be listed on Schedule G or that may be listed as a single entry. In some cases, the same supplier or provider appears multiple times on Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such supplier or provider. The Debtors expressly reserve their rights to challenge whether such related materials constitute an executory contract, a single contract or agreement or multiple, severable, or separate contracts.

The contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda, and other documents, instruments, and agreements that may not be listed therein despite the Debtors' use of reasonable efforts to identify such documents. Further, unless otherwise specified on Schedule G, each executory contract or unexpired lease listed thereon shall include all exhibits, schedules, riders, modifications, declarations, amendments, supplements, attachments, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affects such executory contract or unexpired lease, without respect to whether such agreement, instrument, or other document is listed thereon.

In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their businesses, such as subordination, nondisturbance, and attornment agreements, supplemental agreements, settlement agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such agreements may not be set forth on Schedule G. Certain of the executory agreements may not have been memorialized and could be subject to dispute. Executory agreements that are oral in nature have not been included on the Schedule G.

Schedule H. For purposes of Schedule H, the Debtors that are either the principal obligors or guarantors under the prepetition debt facilities are listed as Co-Debtors on Schedule H. The Debtors may not have identified certain guarantees associated with the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements.

In the ordinary course of their businesses, the Debtors may be involved in pending or threatened litigation. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-Claims and counter-Claims against other parties. Because the Debtors have treated all such Claims as contingent, disputed, or unliquidated, such Claims have not been set forth individually on Schedule H. Litigation matters can be found on each Debtor's Schedule E/F part 2 and Statement 7, as applicable.

Specific Disclosures with Respect to the Debtors' Statements

Statement 3. Statement 3 includes any disbursement or other transfer made by the Debtors within 90 days before the Petition Date except for those made to insiders (which payments appear in response to Statement question 4), employees, and bankruptcy professionals (which payments appear in Statement 11 and include any retainers paid to bankruptcy professionals) (these are included in both places). The amounts listed in Statement 3 reflect the Debtors' disbursements netted against any check level detail; thus, to the extent a disbursement was made to pay for multiple invoices, only one entry has been listed on Statement 3. All disbursements listed on Statement 3 are made through the Debtors' consolidated cash management system maintained by Scout Media, Inc. and listed for that Debtor.

Statement 4. Statement 4 accounts for a respective Debtor's intercompany transactions (these are only accounting balancing entries and no actual payments – we have not listed the purely accounting entries), as well as other transfers to insiders as applicable. With respect to individuals, the amounts listed reflect the universe of payments and transfers to such individuals including compensation, bonus (if any), expense reimbursement, relocation reimbursement, and/or severance. Amounts paid on behalf of such employee for certain life and disability coverage has not been included.

The Debtors have included all consulting and payroll distributions and aggregate travel, entertainment, and other expense reimbursements, aggregated by date, made over the twelve months preceding the Petition Date to any individual that may be deemed an "Insider."

Statement 7. Information provided in Statement 7 may not include every administrative agency proceeding open or closed during the relevant time period, as certain agency proceedings are quickly dismissed or settled for a nominal sum. Additionally, any information contained in Statement 7 shall not be a binding representation of the Debtors' liabilities with respect to any of the suits and proceedings identified therein.

Statement 10. The Debtors occasionally incur losses for a variety of reasons, including theft and property damage. The Debtors, however, may not have records of all such losses if such losses do not have a material impact on the Debtors' businesses or are not reported for insurance purposes. The losses listed on Statement 10 are based on the estimated amounts currently owed and are not intended to be an admission of the amounts owed.

Statement 11. Out of an abundance of caution, the Debtors have included payments to all professionals who have rendered any advice related the Debtors' bankruptcy proceedings in Statement 11. However, it is possible that the disclosed fees also relate to other, non-bankruptcy related services and may include services rendered to other parties.

Statement 26d. The Debtors have provided financial statements in the ordinary course of their businesses to numerous financial institutions, creditors, and other parties within two years immediately before the Petition Date. Considering the number of such recipients and the possibility that such information may have been shared with parties without the Debtors' knowledge or consent or subject to confidentiality agreements, the Debtors have not disclosed any parties that may have received such financial statements for the purposes of Statement 26d except for secured lenders and certain banks.

Statement 30. Unless otherwise indicated in a Debtor's specific response to Statement 30, the Debtors have included a comprehensive response to Statement 30 in Statement 4.

Fill in this information to identify the case:Debtor Scout Media Holdings, Inc.United States Bankruptcy Court for the: Southern District of New YorkCase number 16-13424
(if known)☐ Check if this is an amended filing**Official Form 206Sum****Summary of Assets and Liabilities for Non-Individuals****12/15****Part 1: Summary of Assets****1. Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)**1a. Real property:**Copy line 88 from *Schedule A/B***1b. Total personal property:**Copy line 91A from *Schedule A/B***1c. Total of all property:**Copy line 92 from *Schedule A/B*

\$0.00

\$0.00

Part 2: Summary of Liabilities**2. Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*

\$22,484,453.44

3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206EF)**3a. Total claim amounts of priority unsecured claims:**Copy the total claims from Part 1 from line 6a of *Schedule E/F*

UNKNOWN

3b. Total amount of claims of nonpriority amount of unsecured claims:Copy the total of the amount of claims from Part 2 from line 6b of *Schedule E/F*

+

\$1,312,177.51

4. Total liabilities

Lines 2 + 3a + 3b

\$23,796,630.95

Fill in this information to identify the case:Debtor Scout Media Holdings, Inc.United States Bankruptcy Court for the: Southern District of New YorkCase number 16-13424
(if known)☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property****12/15**

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: CASH AND CASH EQUIVALENTS**1. DOES THE DEBTOR HAVE ANY CASH OR CASH EQUIVALENTS?**

- ☐ No. Go to Part 2.
☒ Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****2. CASH ON HAND****3. CHECKING, SAVINGS, MONEY MARKET, OR FINANCIAL BROKERAGE ACCOUNTS**
(IDENTIFY ALL)

Name of institution (bank or brokerage firm)

Type of account

Last 4 digits of account number

3.1. SILICON VALLEY BANK

CHECKING ACCOUNT

4203

\$0.00

4. OTHER CASH EQUIVALENTS**5 Total of Part 1.**

ADD LINES 2 THROUGH 4 (INCLUDING AMOUNTS ON ANY ADDITIONAL SHEETS). COPY THE TOTAL TO LINE 80.

\$0.00

Part 2: DEPOSITS AND PREPAYMENTS**6. DOES THE DEBTOR HAVE ANY DEPOSITS OR PREPAYMENTS?**

- ☒ No. Go to Part 3.
☐ Yes. Fill in the information below.

Current value of debtor's interest**7. DEPOSITS, INCLUDING SECURITY DEPOSITS AND UTILITY DEPOSITS**

DESCRIPTION, INCLUDING NAME OF HOLDER OF DEPOSIT

8. PREPAYMENTS, INCLUDING PREPAYMENTS ON EXECUTORY CONTRACTS, LEASES, INSURANCE, TAXES, AND RENT

8. PREPAYMENTS, INCLUDING PREPAYMENTS ON EXECUTORY CONTRACTS, LEASES, INSURANCE, TAXES, AND RENT

DESCRIPTION, INCLUDING NAME OF HOLDER OF PREPAYMENT

Current value of debtor's interest

9 Total of Part 2.
ADD LINES 7 THROUGH 8. COPY THE TOTAL TO LINE 81.

Part 3: ACCOUNTS RECEIVABLE

10. DOES THE DEBTOR HAVE ANY ACCOUNTS RECEIVABLE?

- ☒ No. Go to Part 4.
☐ Yes. Fill in the information below.

Current value of debtor's interest

11. ACCOUNTS RECEIVABLE

12 Total of Part 3.
CURRENT VALUE ON LINES 11A + 11B = LINE 12. COPY THE TOTAL TO LINE 82.

Part 4: INVESTMENTS

13. DOES THE DEBTOR OWN ANY INVESTMENTS?

- ☐ No. Go to Part 5.
☒ Yes. Fill in the information below.

Valuation method used for current value	Current value of debtor's interest
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14. MUTUAL FUNDS OR PUBLICLY TRADED STOCKS NOT INCLUDED IN PART 1

NAME OF FUND OR STOCK:

15. NON-PUBLICLY TRADED STOCK AND INTERESTS IN INCORPORATED AND UNINCORPORATED BUSINESSES, INCLUDING ANY INTEREST IN AN LLC, PARTNERSHIP, OR JOINT VENTURE

Name of entity	% of ownership	
15.1. FIRST DOWN PUBLICATIONS, INC., AN OKLAHOMA CORPORATION	100%	UNKNOWN
15.2. FTFS ACQUISITION, LLC.	100%	UNKNOWN
15.3. INTERNATIONAL AFFINITY CORP., A DELAWARE CORPORATION	100%	UNKNOWN
15.4. NA OPERATIONS GROUP, INC.	100%	UNKNOWN
15.5. NA STORED VALUE, INC.	100%	UNKNOWN
15.6. NORTH AMERICAN AFFINITY CLUBS, INC.	100%	UNKNOWN
15.7. NORTH AMERICAN MEDIA GROUP, INC.	100%	UNKNOWN
15.8. SCOUT MEDIA, INC.	100%	UNKNOWN
15.9. SCOUT PUBLISHING, LLC, A WASHINGTON LIMITED LIABILITY COMPANY	100%	UNKNOWN
15.10. SCOUT.COM, LLC	100%	UNKNOWN

16. GOVERNMENT BONDS, CORPORATE BONDS, AND OTHER NEGOTIABLE AND NON-NEGOTIABLE INSTRUMENTS NOT INCLUDED IN PART 1

DESCRIBE:

17 Total of Part 4.
ADD LINES 14 THROUGH 16. COPY THE TOTAL TO LINE 83.

UNKNOWN

Part 5: INVENTORY, EXCLUDING AGRICULTURE ASSETS

18. DOES THE DEBTOR OWN ANY INVENTORY (EXCLUDING AGRICULTURE ASSETS)?

- ☒ No. Go to Part 6.
- ☐ Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
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19. RAW MATERIALS

20. WORK IN PROGRESS

21. FINISHED GOODS, INCLUDING GOODS HELD FOR RESALE

22. OTHER INVENTORY OR SUPPLIES

23 Total of Part 5.
ADD LINES 19 THROUGH 22. COPY THE TOTAL TO LINE 84.

24. Is any of the property listed in Part 5 perishable?

- ☒ No
- ☐ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- ☒ No
- ☐ Yes Book value Valuation method Current value

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- ☒ No
- ☐ Yes

Part 6: FARMING AND FISHING-RELATED ASSETS (OTHER THAN TITLED MOTOR VEHICLES AND LAND)

27. DOES THE DEBTOR OWN OR LEASE ANY FARMING AND FISHING-RELATED ASSETS (OTHER THAN TITLED MOTOR VEHICLES AND LAND)?

- ☒ No. Go to Part 7.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
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28. CROPS—EITHER PLANTED OR HARVESTED

29. FARM ANIMALS EXAMPLES: LIVESTOCK, POULTRY, FARM-RAISED FISH *EXAMPLES:* LIVESTOCK, POULTRY, FARM-RAISED FISH

30. FARM MACHINERY AND EQUIPMENT (OTHER THAN TITLED MOTOR VEHICLES)
(OTHER THAN TITLED MOTOR VEHICLES)

31. FARM AND FISHING SUPPLIES, CHEMICALS, AND FEED

32. OTHER FARMING AND FISHING-RELATED PROPERTY NOT ALREADY LISTED IN PART 6

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
32. OTHER FARMING AND FISHING-RELATED PROPERTY NOT ALREADY LISTED IN PART 6			
33 Total of Part 6. ADD LINES 28 THROUGH 32. COPY THE TOTAL TO LINE 85.			
34. Is the debtor a member of an agricultural cooperative? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Is any of the debtor's property stored at the cooperative? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			
35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			
36. Is a depreciation schedule available for any of the property listed in Part 6? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			
37. Has any of the property listed in Part 6 been appraised by a professional within the last year? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			

Part 7: OFFICE FURNITURE, FIXTURES, AND EQUIPMENT; AND COLLECTIBLES

38. DOES THE DEBTOR OWN OR LEASE ANY OFFICE FURNITURE, FIXTURES, EQUIPMENT, OR COLLECTIBLES? <input type="checkbox"/> No. Go to Part 8. <input checked="" type="checkbox"/> Yes. Fill in the information below.			
General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. OFFICE FURNITURE			
40. OFFICE FIXTURES			
41. OFFICE EQUIPMENT, INCLUDING ALL COMPUTER EQUIPMENT AND COMMUNICATION SYSTEMS EQUIPMENT AND SOFTWARE			
41.1. COMPUTERS / SOFTWARE AND TELEPHONES	\$637,144.97		UNKNOWN
42. COLLECTIBLES EXAMPLES: ANTIQUES AND FIGURINES; PAINTINGS, PRINTS, OR OTHER ARTWORK; BOOKS, PICTURES, OR OTHER ART OBJECTS; CHINA AND CRYSTAL; STAMP, COIN, OR BASEBALL CARD COLLECTIONS; OTHER COLLECTIONS, MEMORABILIA, OR COLLECTIBLES <i>EXAMPLES: ANTIQUES AND FIGURINES; PAINTINGS, PRINTS, OR OTHER ARTWORK; BOOKS, PICTURES, OR OTHER ART OBJECTS; CHINA AND CRYSTAL; STAMP, COIN, OR BASEBALL CARD COLLECTIONS; OTHER COLLECTIONS, MEMORABILIA, OR COLLECTIBLES</i>			
43 Total of Part 7. ADD LINES 39 THROUGH 42. COPY THE TOTAL TO LINE 86.			UNKNOWN
44. Is a depreciation schedule available for any of the property listed in Part 7? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes			
45. Has any of the property listed in Part 7 been appraised by a professional within the last year? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			

Part 8: MACHINERY, EQUIPMENT, AND VEHICLES

46. DOES THE DEBTOR OWN OR LEASE ANY MACHINERY, EQUIPMENT, OR VEHICLES?

- ☒ No. Go to Part 9.
☐ Yes. Fill in the information below.

General description

Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)

Net book value of debtor's interest
(Where available)

Valuation method used for current value

Current value of debtor's interest

47. AUTOMOBILES, VANS, TRUCKS, MOTORCYCLES, TRAILERS, AND TITLED FARM VEHICLES

48. WATERCRAFT, TRAILERS, MOTORS, AND RELATED ACCESSORIES EXAMPLES: BOATS, TRAILERS, MOTORS, FLOATING HOMES, PERSONAL WATERCRAFT, AND FISHING VESSELS EXAMPLES: BOATS, TRAILERS, MOTORS, FLOATING HOMES, PERSONAL WATERCRAFT, AND FISHING VESSELS

49. AIRCRAFT AND ACCESSORIES

50. OTHER MACHINERY, FIXTURES, AND EQUIPMENT (EXCLUDING FARM MACHINERY AND EQUIPMENT)

51 Total of Part 8.
ADD LINES 47 THROUGH 50. COPY THE TOTAL TO LINE 87.

52. Is a depreciation schedule available for any of the property listed in Part 8?

- ☒ No
☐ Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Part 9: REAL PROPERTY

54. DOES THE DEBTOR OWN OR LEASE ANY REAL PROPERTY?

- ☒ No. Go to Part 10.
☐ Yes. Fill in the information below.

55. ANY BUILDING, OTHER IMPROVED REAL ESTATE, OR LAND WHICH THE DEBTOR OWNS OR IN WHICH THE DEBTOR HAS AN INTEREST

Description and location of property
Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available

Nature and extent of debtor's interest in property

Net book value of debtor's interest
(Where available)

Valuation method used for current value

Current value of debtor's interest

56 Total of Part 9.
ADD THE CURRENT VALUE ON LINES 55.1 THROUGH 55.6 AND ENTRIES FROM ANY ADDITIONAL SHEETS. COPY THE TOTAL TO LINE 88.

57. Is a depreciation schedule available for any of the property listed in Part 9?

- ☒ No
☐ Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Part 10: INTANGIBLES AND INTELLECTUAL PROPERTY

59. DOES THE DEBTOR HAVE ANY INTERESTS IN INTANGIBLES OR INTELLECTUAL PROPERTY?

- ☐ No. Go to Part 11.
- ☒ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
---------------------	--	---	------------------------------------

60. PATENTS, COPYRIGHTS, TRADEMARKS, AND TRADE SECRETS

60.1. BRAND / TRADE NAMES

\$3,421,000.00

UNKNOWN

61. INTERNET DOMAIN NAMES AND WEBSITES

62. LICENSES, FRANCHISES, AND ROYALTIES

63. CUSTOMER LISTS, MAILING LISTS, OR OTHER COMPILATIONS

64. OTHER INTANGIBLES, OR INTELLECTUAL PROPERTY

65. GOODWILL

66 Total of Part 10.

ADD LINES 60 THROUGH 65. COPY THE TOTAL TO LINE 89.

UNKNOWN

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☒ No
- ☐ Yes
- ..

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☒ No
- ☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☒ No
- ☐ Yes

Part 11: ALL OTHER ASSETS

70. DOES THE DEBTOR OWN ANY OTHER ASSETS THAT HAVE NOT YET BEEN REPORTED ON THIS FORM?

INCLUDE ALL INTERESTS IN EXECUTORY CONTRACTS AND UNEXPIRED LEASES NOT PREVIOUSLY REPORTED ON THIS FORM.

- ☒ No. Go to Part 12.
- ☐ Yes. Fill in the information below.

Current value of debtor's interest

71. NOTES RECEIVABLE

DESCRIPTION (INCLUDE NAME OF OBLIGOR)

72. TAX REFUNDS AND UNUSED NET OPERATING LOSSES (NOLS)

DESCRIPTION (FOR EXAMPLE, FEDERAL, STATE, LOCAL)

73. INTERESTS IN INSURANCE POLICIES OR ANNUITIES

Current value of
debtor's interest

74. CAUSES OF ACTION AGAINST THIRD PARTIES (WHETHER OR NOT A LAWSUIT HAS BEEN FILED)

75. OTHER CONTINGENT AND UNLIQUIDATED CLAIMS OR CAUSES OF ACTION OF EVERY NATURE, INCLUDING COUNTERCLAIMS OF THE DEBTOR AND RIGHTS TO SET OFF CLAIMS

76. TRUSTS, EQUITABLE OR FUTURE INTERESTS IN PROPERTY

77. OTHER PROPERTY OF ANY KIND NOT ALREADY LISTED EXAMPLES: SEASON TICKETS, COUNTRY CLUB MEMBERSHIP EXAMPLES: SEASON TICKETS, COUNTRY CLUB MEMBERSHIP

78 Total of Part 11.
ADD LINES 71 THROUGH 77. COPY THE TOTAL TO LINE 90.

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?
☒ No
☐ Yes

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. Copy line 5, Part 1.	\$0.00	
81. Deposits and prepayments. Copy line 9, Part 2.		
82. Accounts receivable. Copy line 12, Part 3.		
83. Investments. Copy line 17, Part 4.	UNKNOWN	
84. Inventory. Copy line 23, Part 5.		
85. Farming and fishing-related assets. Copy line 33, Part 6.		
86. Office furniture, fixtures, and equipment; and collectibles. Copy line 43, Part 7.	UNKNOWN	
87. Machinery, equipment, and vehicles. Copy line 51, Part 8.		
88. Real property. Copy line 56, Part 9. →		
89. Intangibles and intellectual property. Copy line 66, Part 10.	UNKNOWN	
90. All other assets. Copy line 78, Part 11. +		
91. Total. Add lines 80 through 90 for each column. 91a.	\$0.00 + 91b	

92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.

\$0.00

Fill in this information to identify the case:Debtor Scout Media Holdings, Inc.United States Bankruptcy Court for the: Southern District of New YorkCase number 16-13424
(if known)☐ Check if this is an amended filing**Official Form 206D****Schedule D: Creditors Who Have Claims Secured by Property****12/15****Be as complete and accurate as possible.****1. Do any creditors have claims secured by debtor's property?**

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in all of the information below.

Part 1: List All Creditors with Secured Claims**2. List in alphabetical order all creditors who have secured claims.** If a creditor has more than one secured claim, list the creditor separately for each claim.*Column A***Amount of claim***Do not deduct the value of collateral.**Column B***Value of collateral that supports this claim**

2.1	Creditor's name FLOVERTON/TANZIN CAPITAL Creditor's mailing address POSEIDONOS 1 LEDRA BUZINESS CENTRE, ENGOMI NICOSIA, CY 2406 CYPRUS Creditor's email address Date or dates debt was incurred 12/2/2015 Last 4 digits of account number: Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes	Describe debtor's property that is subject to a lien SECOND LIEN ON ALL ASSETS Describe the lien BRIDGE LOAN OBLIGATION Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$4,666,667.00	UNKNOWN
2.2	Creditor's name MALLITZ INVESTMENT GROUP Creditor's mailing address 8043 COOPER CREEK BLVD #208, UNIVERSITY PARK, FL 34201 Creditor's email address Date or dates debt was incurred 12/2/2015 Last 4 digits of account number: Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes	Describe debtor's property that is subject to a lien SECOND LIEN ON ALL ASSETS Describe the lien BRIDGE LOAN OBLIGATION Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$3,322,667.00	UNKNOWN

Part 1: Additional Page

		<i>Column A</i> Amount of claim <i>Do not deduct the value of collateral.</i>	<i>Column B</i> Value of collateral that supports this claim
2.3	<p>Creditor's name MULTIPLIER CAPITAL, LP</p> <p>Creditor's mailing address 2 WISCONSIN CIRCLE SUITE 700 CHEVY CHASE, MD 20815</p> <p>Creditor's email address</p> <p>Date or dates debt was incurred 11/15/2013</p> <p>Last 4 digits of account number:</p> <p>Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes</p>	<p>Describe debtor's property that is subject to a lien FIRST LIEN ON ALL ASSETS</p> <p>Describe the lien SENIOR SECURED DEBT</p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	<p>\$10,927,060.44</p> <p>UNKNOWN</p>
2.4	<p>Creditor's name SCOUT INVESTMENT LLC</p> <p>Creditor's mailing address C/O TAG ASSOCIATES LLC 810 SEVENTH AVENUE, 7TH FLOOR NEW YORK, NY 10019</p> <p>Creditor's email address</p> <p>Date or dates debt was incurred 12/2/2015</p> <p>Last 4 digits of account number:</p> <p>Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes</p>	<p>Describe debtor's property that is subject to a lien SECOND LIEN ON ALL ASSETS</p> <p>Describe the lien BRIDGE LOAN OBLIGATION</p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	<p>\$3,568,059.00</p> <p>UNKNOWN</p>
3.	Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.	<p>\$22,484,453.44</p>	

Fill in this information to identify the case:Debtor Scout Media Holdings, Inc.United States Bankruptcy Court for the: Southern District of New YorkCase number 16-13424
(if known)☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims****12/15**

Be as complete and accurate as possible. Use Part 1 for creditors with **PRIORITY** unsecured claims and Part 2 for creditors with **NONPRIORITY** unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims**1. Do any creditors have priority unsecured claims?** (See 11 U.S.C. § 507).

- ☐ No. Go to Part 2.
☒ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

		Total claim	Priority amount
2.1	Priority creditor's name and mailing address ALABAMA DEPARTMENT OF REVENUE PO BOX 327431 MONTGOMERY, AL 36132-7431 Date or dates debt was incurred VARIOUS Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: TAX AGENCY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN UNKNOWN
2.2	Priority creditor's name and mailing address ARKANSAS DEPT OF REVENUE 1816 WEST 7TH STREET LITTLE ROCK, AR 72201 Date or dates debt was incurred VARIOUS Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: TAX AGENCY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN UNKNOWN
2.3	Priority creditor's name and mailing address CALIFORNIA EMPLOYMENT DEVELOPMENT DEPT P.O. BOX 826880 SACRAMENTO, CA 94280 Date or dates debt was incurred VARIOUS Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: TAX AGENCY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN UNKNOWN

Part 1: Additional Page

		Total claim	Priority amount	
2.4	<p>Priority creditor's name and mailing address CALIFORNIA STATE BOARD OF EQUALIZATION P.O. BOX 942879 SACRAMENTO, CA 94279</p> <p>Date or dates debt was incurred VARIOUS</p> <p>Last 4 digits of account number:</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim: TAX AGENCY</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	UNKNOWN	UNKNOWN
2.5	<p>Priority creditor's name and mailing address CITY OF SEATTLE BUSINESS LICENSE TAX P.O. BOX 34214 SEATTLE, WA 98124</p> <p>Date or dates debt was incurred VARIOUS</p> <p>Last 4 digits of account number:</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim: TAX AGENCY</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	UNKNOWN	UNKNOWN
2.6	<p>Priority creditor's name and mailing address COLORADO DEPARTMENT OF REVENUE ATTN: TAXING DIVISION PO BOX 17087 DENVER, CO 80217</p> <p>Date or dates debt was incurred VARIOUS</p> <p>Last 4 digits of account number:</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim: TAX AGENCY</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	UNKNOWN	UNKNOWN
2.7	<p>Priority creditor's name and mailing address CONNECTICUT DEPARTMENT OF REVENUE ATTN: DEPARTMENT OF REVENUE SERVICES 450 COLUMBUS BLVD. SUITE 1 HARTFORD, CT 6103</p> <p>Date or dates debt was incurred VARIOUS</p> <p>Last 4 digits of account number:</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim: TAX AGENCY</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	UNKNOWN	UNKNOWN
2.8	<p>Priority creditor's name and mailing address COUNTY OF FREDERICK OFFICE OF TREASURER P.O. BOX 225 WINCHESTER, VA 22604</p> <p>Date or dates debt was incurred VARIOUS</p> <p>Last 4 digits of account number:</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim: TAX AGENCY</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	UNKNOWN	UNKNOWN

Part 1: Additional Page

		Total claim	Priority amount	
2.9	<p>Priority creditor's name and mailing address DELAWARE SECRETARY OF STATE DELAWARE DIVISION OF CORPORATIONS 401 FEDERAL ST. #3 PO BOX 898 DOVER, DE 19903</p> <p>Date or dates debt was incurred VARIOUS</p> <p>Last 4 digits of account number:</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim: TAX AGENCY</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	UNKNOWN	UNKNOWN
2.10	<p>Priority creditor's name and mailing address FLORIDA DEPARTMENT OF REVENUE 5050 W TENNESSEE ST TALLAHASSEE, FL 32399</p> <p>Date or dates debt was incurred VARIOUS</p> <p>Last 4 digits of account number:</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim: TAX AGENCY</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	UNKNOWN	UNKNOWN
2.11	<p>Priority creditor's name and mailing address FRANCHISE TAX BOARD PO BOX 942857 SACRAMENTO, CA 94257-0531</p> <p>Date or dates debt was incurred VARIOUS</p> <p>Last 4 digits of account number:</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim: TAX AGENCY</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	UNKNOWN	UNKNOWN
2.12	<p>Priority creditor's name and mailing address GEORGIA DEPARTMENT OF REVENUE PO BOX 105136 ATLANTA, GA 30378-5136</p> <p>Date or dates debt was incurred VARIOUS</p> <p>Last 4 digits of account number:</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim: TAX AGENCY</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	UNKNOWN	UNKNOWN
2.13	<p>Priority creditor's name and mailing address ILLINOIS DEPARTMENT OF REVENUE ATTN: LOCAL TAX ALLOCATION DIVISION (3-500) 101 W. JEFFERSON SPRINGFIELD, IL 62702</p> <p>Date or dates debt was incurred VARIOUS</p> <p>Last 4 digits of account number:</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim: TAX AGENCY</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	UNKNOWN	UNKNOWN

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		Total claim	Priority amount	
2.14	Priority creditor's name and mailing address INDIANA DEPARTMENT OF REVENUE ATTN: APPEALS AND LITIGATION P.O. BOX 1104 INDIANAPOLIS, IN 46206 Date or dates debt was incurred VARIOUS Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: TAX AGENCY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.15	Priority creditor's name and mailing address INTERNAL REVENUE SERVICE PO BOX 409101 OGDEN, UT 84409 Date or dates debt was incurred VARIOUS Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: TAX AGENCY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.16	Priority creditor's name and mailing address IOWA DEPARTMENT OF REVENUE ATTN: BANKRUPTCY P.O. BOX 10471 DES MONIES, IA 50306 Date or dates debt was incurred VARIOUS Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: TAX AGENCY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.17	Priority creditor's name and mailing address KANSAS DEPARTMENT OF REVENUE 915 SW HARRISON STREET TOPEKA, KS 66612 Date or dates debt was incurred VARIOUS Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: TAX AGENCY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.18	Priority creditor's name and mailing address KENTUCKY DEPARTMENT OF REVENUE 501 HIGH STREET FRANKFORT, KY 40601 Date or dates debt was incurred VARIOUS Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: TAX AGENCY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN

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		Total claim	Priority amount	
2.19	<p>Priority creditor's name and mailing address KING COUNTY TREASURY ROOM 600-KING CTY ADMINISTRATION BLDG 500 FOURTH AVENUE SEATTLE, WA 98104</p> <p>Date or dates debt was incurred VARIOUS</p> <p>Last 4 digits of account number:</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim: TAX AGENCY</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	UNKNOWN	UNKNOWN
2.20	<p>Priority creditor's name and mailing address KING COUNTY WASHINGTON 500 4TH AVENUE, ROOM 600 SEATTLE, WA 98104</p> <p>Date or dates debt was incurred VARIOUS</p> <p>Last 4 digits of account number:</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim: TAX AGENCY</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	UNKNOWN	UNKNOWN
2.21	<p>Priority creditor's name and mailing address LOS ANGELES COUNTY TREASURER AND TAX COLLECTOR P.O. BOX 54018 LOS ANGELES, CA 90054</p> <p>Date or dates debt was incurred VARIOUS</p> <p>Last 4 digits of account number:</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim: TAX AGENCY</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	UNKNOWN	UNKNOWN
2.22	<p>Priority creditor's name and mailing address LOUISIANA DEPARTMENT OF REVENUE 617 NORTH THIRD STREET BATON ROUGE, LA 70802</p> <p>Date or dates debt was incurred VARIOUS</p> <p>Last 4 digits of account number:</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim: TAX AGENCY</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	UNKNOWN	UNKNOWN
2.23	<p>Priority creditor's name and mailing address MARYLAND DEPT OF REVENUE REVENUE ADMINISTRATION CENTER 110 CARROLL STREET ANNAPOLIS, MD 21411</p> <p>Date or dates debt was incurred VARIOUS</p> <p>Last 4 digits of account number:</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim: TAX AGENCY</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	UNKNOWN	UNKNOWN

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		Total claim	Priority amount	
2.24	Priority creditor's name and mailing address MICHIGAN DEPARTMENT OF TREASURY ATTN: CUSTOMER CONTACT DIVISION MBT UNIT P.O. BOX 30059 LANSING, MI 48909 Date or dates debt was incurred VARIOUS Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: TAX AGENCY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.25	Priority creditor's name and mailing address MINNESOTA DEPARTMENT OF REVENUE MINNESOTA REVENUE MAIL STATION 4410 ST. PAUL, MN 55146 Date or dates debt was incurred VARIOUS Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: TAX AGENCY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.26	Priority creditor's name and mailing address MISSOURI DEPARTMENT OF REVENUE HARRY S TRUMAN STATE OFFICE BUILDING 301 WEST HIGH STREET JEFFERSON CITY, MO 65101 Date or dates debt was incurred VARIOUS Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: TAX AGENCY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.27	Priority creditor's name and mailing address NEBRASKA DEPARTMENT OF REVENUE P.O. BOX 94818 LINCOLN, NE 68509 Date or dates debt was incurred VARIOUS Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: TAX AGENCY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN
2.28	Priority creditor's name and mailing address NEVADA DEPARTMENT OF TAXATION 1550 COLLEGE PARKWAY, SUITE 115 CARSON CITY, NV 89706 Date or dates debt was incurred VARIOUS Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: TAX AGENCY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN	UNKNOWN

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		Total claim	Priority amount	
2.29	<p>Priority creditor's name and mailing address NEW JERSEY DEPARTMENT OF TREASURY ATTN: N.J. DIVISION OF TAXATION BANKRUPTCY SECTION P.O. BOX 245 TRENTON, NJ 8695</p> <p>Date or dates debt was incurred VARIOUS</p> <p>Last 4 digits of account number:</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim: TAX AGENCY</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	UNKNOWN	UNKNOWN
2.30	<p>Priority creditor's name and mailing address NEW MEXICO TAXATION AND REVENUE DEPT. CORPORATE INCOME AND FRANCHISE TAX SANTA FE, NM 87504</p> <p>Date or dates debt was incurred VARIOUS</p> <p>Last 4 digits of account number:</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim: TAX AGENCY</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	UNKNOWN	UNKNOWN
2.31	<p>Priority creditor's name and mailing address NEW YORK DEPT OF TAXATION AND FINANCE BANKRUPTCY SECTION P.O. BOX 5300 ALBANY, NY 12205</p> <p>Date or dates debt was incurred VARIOUS</p> <p>Last 4 digits of account number:</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim: TAX AGENCY</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	UNKNOWN	UNKNOWN
2.32	<p>Priority creditor's name and mailing address NEW YORK STATE CORPORATION TAX PO BOX 4136 BINGHAMTON, NY 13902-4136</p> <p>Date or dates debt was incurred VARIOUS</p> <p>Last 4 digits of account number:</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim: TAX AGENCY</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	UNKNOWN	UNKNOWN
2.33	<p>Priority creditor's name and mailing address NEW YORK STATE SALES TAX JAF BUILDING PO BOX 1205 NEW YORK, NY 10116-1205</p> <p>Date or dates debt was incurred VARIOUS</p> <p>Last 4 digits of account number:</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim: TAX AGENCY</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	UNKNOWN	UNKNOWN

Priority amount

UNKNOWN

UNKNOWN

UNKNOWN

UNKNOWN

UNKNOWN

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		Total claim	Priority amount
2.44	Priority creditor's name and mailing address WASHINGTON STATE DEPARTMENT OF REVENUE P.O. BOX 47464 OLYMPIA, WA 98504 Date or dates debt was incurred VARIOUS Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: TAX AGENCY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN UNKNOWN
2.45	Priority creditor's name and mailing address WISCONSIN DEPARTMENT OF REVENUE P.O. BOX 930208 MILWAUKEE, WI 53293-0208 Date or dates debt was incurred VARIOUS Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: TAX AGENCY Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN UNKNOWN

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
3.1	Nonpriority creditor's name and mailing address 333 BUILDING CORPORATION 181 WEST MADISON ST SUITE 4700 CHICAGO, IL 60602 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$12,911.28
3.2	Nonpriority creditor's name and mailing address ACCOMTEMP 12400 COLLECTIONS CENTER DR CHICAGO, IL 60693 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$7,776.89
3.3	Nonpriority creditor's name and mailing address ADVANCED IMAGING SOLUTIONS PO BOX 790448 ST LOUIS, MO 63179-0448 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$14,846.72

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		Amount of claim
3.4	<p>Nonpriority creditor's name and mailing address</p> <p>ALTA RESOURCES INC 120 N COMMERCIAL STREET NEENAH, WI 54956</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: \$1,939.28 <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: TRADE VENDOR</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>
3.5	<p>Nonpriority creditor's name and mailing address</p> <p>AMERICAN NATL FISH AND WILDLIFE MUSEUM WONDERS OF LIFE 500 W. SUNSHINE SPRINGFIELD, MO 65807</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: \$2,500.00 <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: TRADE VENDOR</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>
3.6	<p>Nonpriority creditor's name and mailing address</p> <p>AT&T PO BOX 5019 CAROL STREAM, IL 60197-5019</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: \$2,494.96 <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: TRADE VENDOR</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>
3.7	<p>Nonpriority creditor's name and mailing address</p> <p>AT&T ONE NET AT&T - PO BOX 5094 CAROL STREAM, IL 60197-5094</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: \$2,957.68 <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: TRADE VENDOR</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>
3.8	<p>Nonpriority creditor's name and mailing address</p> <p>B&H PHOTO-VIDEO PO BOX 28072 NEW YORK, NY 10087-8072</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: \$3,248.98 <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: TRADE VENDOR</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>

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		Amount of claim
3.9	Nonpriority creditor's name and mailing address BLACK BOX NETWORK SERVICES PO BOX 86 MPLS, MN 55486-0976 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$656.42 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.10	Nonpriority creditor's name and mailing address CATAPULT ME, INC. PO BOX 9438 MINNEAPOLIS, MN 55440-9438 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$1,197.79 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.11	Nonpriority creditor's name and mailing address CHARTBEAT, INC 826 BROADWAY 6TH FLOOR NEW YORK, NY 10003 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$2,596.00 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.12	Nonpriority creditor's name and mailing address COMCAST PO BOX 34227 SEATTLE, WA 98124-1227 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$227.60 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.13	Nonpriority creditor's name and mailing address CT CORPORATION SYSTEMS PO BOX 4349 CAROL STREAM, IL 60197-4349 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$16,194.30 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

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		Amount of claim
3.14	<p>Nonpriority creditor's name and mailing address</p> <p>DATAPOINT MEDIA, INC. 770 MARATHON PARKWAY 330 BEAR HILL ROAD SUITE 204 WALTHAM, MA 02451</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim: LITIGATION</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>UNKNOWN</p>
3.15	<p>Nonpriority creditor's name and mailing address</p> <p>DAVIS & GILBERT LLP 1740 BROADWAY NEW YORK, NY 10019</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: TRADE VENDOR</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>\$3,353.50</p>
3.16	<p>Nonpriority creditor's name and mailing address</p> <p>DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS PO BOX 5509 BINGHAMTON, NY 13902-5509</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: TRADE VENDOR</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>\$86,944.74</p>
3.17	<p>Nonpriority creditor's name and mailing address</p> <p>DYNALINK COMMUNICATIONS CHURCH STREET STATION NEW YORK, NY 10008</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: TRADE VENDOR</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>\$3,576.97</p>
3.18	<p>Nonpriority creditor's name and mailing address</p> <p>EMPLOYMENT DEVELOPMENT DEPARTMENT - STATE OF CA PO BOX 989061 WEST SACRAMENTO, CA 95798-9061</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: TRADE VENDOR</p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>\$862.79</p>

Part 2: Additional Page

		Amount of claim
3.19	Nonpriority creditor's name and mailing address EPICOR SOFTWARE CORP PO BOX 841547 LOS ANGELES, CA 90084-1547 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$30,459.66 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.20	Nonpriority creditor's name and mailing address FOSINA MARKETING GROUP INC. ATTN: JAMES FOSINA, CEO 51-53 KENOSIA AVENUE DANBURY, CT 06810 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: UNKNOWN <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: LITIGATION Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.21	Nonpriority creditor's name and mailing address G & K SERVICES PO BOX 842385 BOSTON, MA 02284-2385 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$193.91 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.22	Nonpriority creditor's name and mailing address HARVEY NASH INC PO BOX 845415 BOSTON, MA 02284-5415 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$25,200.00 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.23	Nonpriority creditor's name and mailing address HEWLETT-PACKARD FINANCIAL SERVICES CO PO BOX 402582 ATLANTA, GA 30384-2582 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$2,197.89 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Part 2: Additional Page

		Amount of claim
3.24	Nonpriority creditor's name and mailing address HONDA LEASE TRUST PO BOX 60001 CITY OF INDUSTRY, CA 91716-0001 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$6,611.19 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.25	Nonpriority creditor's name and mailing address HORIZONTAL INTEGRATION INC 1660 HIGHWAY 100 SOUTH SUITE 200 ST LOUIS PARK, MN 55416 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$14,976.00 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.26	Nonpriority creditor's name and mailing address IMATCH TECHNICAL SERVICES 1417 4TH AVENUE, SUITE 810 SEATTLE, WA 98101 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$81,613.00 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.27	Nonpriority creditor's name and mailing address IRON MOUNTAIN PO BOX 27128 NEW YORK, NY 10087-7128 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$1,247.07 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.28	Nonpriority creditor's name and mailing address IRON MOUNTAIN CONFIDENTIAL PO BOX 27129 NEW YORK, NY 10087-7129 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$15,770.73 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

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		Amount of claim
3.29	Nonpriority creditor's name and mailing address IRON MOUNTAIN RECORDS MANAGEMENT PO BOX 6150 NEW YORK, NY 10249-6150 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$6,737.72 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.30	Nonpriority creditor's name and mailing address KAPELA, TYLER 2822 54TH AVE S #128 ST PETERSBURG, FL 33712 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$700.00 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.31	Nonpriority creditor's name and mailing address LADAS & PARRY LLP 1040 AVENUE OF THE AMERICAS NEW YORK, NY 10018-3738 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$3,587.50 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.32	Nonpriority creditor's name and mailing address LIQUIDPLANNER, INC DEPT CH 19536 PALATINE, IL 60055-9536 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$2,233.00 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.33	Nonpriority creditor's name and mailing address MAIL FINANCE INC. 25881 NETWORK PLACE CHICAGO, IL 60673-1258 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$95.25 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Part 2: Additional Page

		Amount of claim
3.34	Nonpriority creditor's name and mailing address MARTY COOPER 113 BROADMOOR LANE ALABASTER, AL 35007 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$19.97 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.35	Nonpriority creditor's name and mailing address MEYERS, SAXON & COLE 3620 QUENTIN ROAD BROOKLYN, NY 11234 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$8,720.91 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.36	Nonpriority creditor's name and mailing address MICROSOFT LICENSING, GP 1950 N. STEMMONS FWY, STE 5010 DALLAS, TX 75207 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$181,743.21 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.37	Nonpriority creditor's name and mailing address NATIONAL CORPORATE RESEARCH, LTD 10 EAST 40TH STREET 10TH FLOOR NEW YORK, NY 10016 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$23,191.90 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.38	Nonpriority creditor's name and mailing address PEER1 HOSTING PO BOX 643607 CINCINNATI, OH 45264-3607 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$675.00 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Part 2: Additional Page

		Amount of claim
3.39	Nonpriority creditor's name and mailing address PENN CREDIT CORPORATION PO BOX 988 HARRISBURG, PA 17108-0988 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$40.04 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.40	Nonpriority creditor's name and mailing address PRIORITY ENVELOPE INC. PO BOX 9201 MPLS, MN 55480-9201 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$399.48 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.41	Nonpriority creditor's name and mailing address RACE COMMUNICATIONS 1325 HOWARD AVE #604 BURLINGAME, CA 94010 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$27.62 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.42	Nonpriority creditor's name and mailing address RANGE, INC 1022 MADISON STREET PO BOX 978 BRAINERD, MN 56401 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$592.10 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.43	Nonpriority creditor's name and mailing address ROBERT HALF MANAGEMENT PO BOX 743295 LOS ANGELES, CA 90074-3295 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$5,006.05 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

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			Amount of claim
3.44	Nonpriority creditor's name and mailing address RSM (FORMERLY MCGLADREY LLP) 5155 PAYSPHERE CIRCLE CHICAGO, IL 60674 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$191,733.60
3.45	Nonpriority creditor's name and mailing address SH REAL ESTATE, LLC 4900 HWY 169 N, STE 100 NEW HOPE, MN 55428 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$474,410.10
3.46	Nonpriority creditor's name and mailing address SH WHITEWATER, LLC ATTN: JAMES THOMAS, MANAGER 1314 WESTRIDGE RD. NEW ULM, MN 56073 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: LITIGATION Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN
3.47	Nonpriority creditor's name and mailing address SPORTSMAN CHANNEL INC (THE) 2855 S JAMES DR STE 101 NEW BERLIN, WI 53151 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: LITIGATION Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	UNKNOWN
3.48	Nonpriority creditor's name and mailing address SRSI 9036 GRAND AVENUE SOUTH BLOOMINGTON, MN 55420-3634 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$426.33

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		Amount of claim
3.49	Nonpriority creditor's name and mailing address STEELCASE FINANCIAL SERVICE, INC 475 SANSOME STREET 19TH FLOOR SAN FRANCISCO, CA 94111 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$12,909.48 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.50	Nonpriority creditor's name and mailing address STONE RIVER GEAR LLC 75 MANOR ROAD RED HOOK, NY 12571 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: UNKNOWN <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: LITIGATION Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.51	Nonpriority creditor's name and mailing address SYMMETRY 910 1ST ST S #103 HOPKINS, MN 55343 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$180.00 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.52	Nonpriority creditor's name and mailing address THE SOLOMON-PAGE GROUP 770 MARATHON PARKWAY 260 MADISON AVENUE NEW YORK, NY 10016 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: UNKNOWN <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: LITIGATION Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.53	Nonpriority creditor's name and mailing address THE WILLOW GROUP, INC 8201 NORMAN CENTER DRIVE BLOOMINGTON, MN 55437 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$35,460.00 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Part 2: Additional Page

		Amount of claim
3.54	Nonpriority creditor's name and mailing address UNITED BUSINESS MAIL, INC 405 35TH AVE NE MINNEAPOLIS, MN 55418 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$1,220.50 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.55	Nonpriority creditor's name and mailing address USPS DISBURSING OFFICER PO BOX 21666 EAGAN, MN 55121-0666 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$30.69 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.56	Nonpriority creditor's name and mailing address VENABLE LLP PO BOX 62727 BALTIMORE, MD 21264-2727 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$1,842.40 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.57	Nonpriority creditor's name and mailing address VERIZON BUSINESS PO BOX 660794 DALLAS, TX 75266-0794 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$263.76 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.58	Nonpriority creditor's name and mailing address VERIZON COMMUNICATIONS PO BOX 15124 ALBANY, NY 12212-5124 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: \$183.93 <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

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			Amount of claim
3.59	Nonpriority creditor's name and mailing address WORKS COMPUTING, LLC 1801 AMERICAN BLVD E #12 BLOOMINGTON, MN 55425-1230 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$10,549.58
3.60	Nonpriority creditor's name and mailing address WORLDWIDE LOGISTICS LTD 405 PARK AVE., 16TH FLOOR NEW YORK, NY 10022 Date or dates debt was incurred VARIOUS Last 4 digits of account number:	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: TRADE VENDOR Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$6,642.04

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

			Total of claim amounts
5a.	Total claims from Part 1	5a.	\$0.00
5b.	Total claims from Part 2	5b. +	\$1,312,177.51
5c.	Total of Parts 1 and 2 Lines 5a + 5b = 5c.	5c.	\$1,312,177.51

Fill in this information to identify the case:

Debtor Scout Media Holdings, Inc.

United States Bankruptcy Court for the: Southern District of New York

Case number 16-13424
(if known)

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

- ☒ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- ☐ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

Fill in this information to identify the case:Debtor Scout Media Holdings, Inc.United States Bankruptcy Court for the: Southern District of New YorkCase number 16-13424
(if known)☐ Check if this is an amended filing**Official Form 206H****Schedule H: Codebtors****12/15**

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Does the debtor have any codebtors?

- ☐ Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- ☒ Yes.

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor**Column 2: Creditor**

	Name	Mailing Address	Name	<i>Check all schedules that apply</i>
2.1	SCOUT.COM	915 MAIN STREET SUITE 2 HOPKINS, MN 55343	MULTIPLIER CAPITAL, LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.2	SCOUT MEDIA INC	915 MAIN STREET SUITE 2 HOPKINS, MN 55343	MULTIPLIER CAPITAL, LP	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Fill in this information to identify the case:

Debtor Scout Media Holdings, Inc.

United States Bankruptcy Court for the: Southern District of New York

Case number 16-13424
(if known)

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

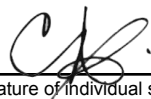
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets-Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/10/2017
MM / DD / YYYY

x 

Signature of individual signing on behalf of debtor

Craig Amazeen

Printed name

President

Position or relationship to debtor